

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORP.)	
and LAW DEBENTURE TRUST COMPANY OF NEW)	
YORK,)	
Plaintiffs,)	
v.)	Civil Action No. 04-1494-JJF
)		
NORTHWESTERN CORPORATION,)	
Defendant.)	
)		
MAGTEN ASSET MANAGEMENT CORP.,)	
Plaintiff,)	
v.)	Civil Action No. 05-499-JJF
)		
MIKE J. HANSON and ERNIE J. KINDT,)	
Defendants.)	
)		

DECLARATION OF JOHN W. BREWER

JOHN W. BREWER declares as follows:

1. I am a member of the bar of the United States District Court for the Southern District of New York, admitted pro hac vice to the Bar of this Court, and Special Counsel with the firm of Fried, Frank, Harris, Shriver & Jacobson LLP, counsel to Plaintiff Magten Asset Management Corporation (“Magten”) in connection with the above captioned action. I submit this declaration (the “Declaration”) in further support of the motion.

2. Attached hereto as Exhibit 1 is a true and correct copy of an e-mail I received from counsel for Hanson and Kindt on Thursday, April 19 at 2:02 p.m. Eastern Time attaching the letter submitted as Exhibit 1 to the Declaration of Kimberly A. Beatty filed concurrently with the Opposition of Defendants Hanson and Kindt to Magten’s

Motion for Protective Order with Respect to the Deposition of Talton R. Embry (the "Beatty Declaration").

3. Magten's Motion and all related papers were substantially finalized and in the hands of Delaware counsel by 10:51 a.m. Eastern Time on Friday, April 20, as counsel for Magten were attempting to file the motion papers with the Court by noon or as soon thereafter as possible.

4. Attached hereto as Exhibit 2 is a true and correct copy of an e-mail I received from counsel for Hanson and Kindt on Friday, April 20 at 12:04 p.m. Eastern Time attaching the letter submitted as Exhibit 2 to the Beatty Declaration.

5. The electronic filing with the Court of Magten's Motion for a Protective Order with Respect to the Deposition of Talton R. Embry and accompanying papers was completed by 1:05 p.m. Eastern Time on Friday, April 20.

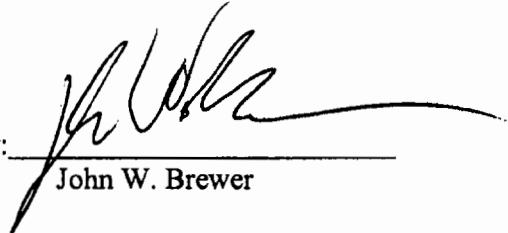
6. Attached hereto as Exhibit 3 is a true and correct copy of an e-mail I received dated April 11, 2007 received at 9:07 p.m. Eastern Time from counsel for Hanson and Kindt and a true and correct copy of the Notice of Deposition and Certificate of Service attached to that e-mail.

7. Attached hereto as Exhibit 4 is a true and correct copy of the Notice of Service (of Notice of Deposition) filed and docketed as D.I. 174 in Case 05-499 on April 12, 2007.

8. Attached hereto as Exhibit 5 is a true and correct copy of the "Revised Administrative Procedures Governing Filing and Service by Electronic Means" that were adopted by Order of the United States District Court for the District of Delaware effective March 1, 2005, and revised as of November 2006. This document was downloaded from the District Court's official website on May 10, 2007.

I declare under the penalty of perjury that the above statements are true and correct.

Dated: New York, New York
May 11, 2007

By: 
John W. Brewer

CERTIFICATE OF SERVICE

I hereby certify that on this 11th day of May, 2007, I served by hand delivery and electronic filing the DECLARATION OF JOHN W. BREWER, using CM/ECF which will send notification of such filing(s) to the following:

Denise Seastone Kraft, Esquire
 Edwards Angell Palmer & Dodge LLP
 919 North Market Street, 15th Floor
 Wilmington, DE 19801

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 Smith Katzenstein & Furlow LLP
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 Wilmington, DE 19899

Victoria Watson Counihan, Esquire
 Dennis A. Meloro, Esquire
 Greenberg Traurig LLP
 The Nemours Building
 1007 North Orange Street, Suite 1200
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I also certify that, on this 11th day of May, 2007, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

Stanley T. Kaleczyc, Esquire
 Kimberly A. Beatty, Esquire
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Dale R. Dubé
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